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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

BUSINESS CORPORATION

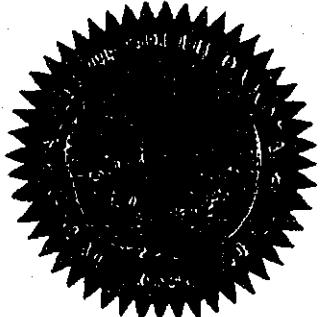
I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Articles of Incorporation of COMPASS CARE, INC. duly signed and verified, pursuant to the provisions of the South Dakota Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Incorporation and attach hereto a duplicate of the Articles of Incorporation of COMPASS CARE, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 20, 1996.

A handwritten signature in cursive ink, appearing to read "Joyce Hazelton".

JOYCE HAZELTINE
Secretary of State



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Pierre, South Dakota
State of South Dakota

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STATE OF SOUTH DAKOTA

ARTICLES OF INCORPORATION
OF
COMPASS CARE, INC.

Executed by the undersigned for the purpose of forming a South Dakota corporation under SDCL 47-2 of the South Dakota Business Corporation Act.

ARTICLE I

The name of the corporation is COMPASS CARE, INC.

ARTICLE II

The period of existence of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to provide comfortable homes for the elderly, as well as others in need of attentive care, and to provide consulting services to such organizations wishing to provide the same, and to engage in any business incidental or related thereto, and such other business activities as shall be considered desirable by the directors, and to make and execute any and all agreements for the purposes outlined, including agreements for borrowing money, to construct, own, purchase, maintain, operate, sell, lease, or dispose of real and personal property which may be necessary or advisable for the carrying on of the business of the corporation; to buy, sell, trade, deal and/or dispose of real estate, stocks, bonds, mortgages, notes, debentures, other types of securities, including those of its own; to do all other things subsidiary, necessary, or contingent for carrying out and into effect the main purposes of the corporation; and any and all other lawful purposes for which corporations may be incorporated under this act.

ARTICLE IV

The amount of capital stock of the corporation shall be \$50,000.00, and the aggregate number of shares which the corporation shall be authorized to issue is 500,000 shares of common stock of the par value of \$0.10 per share.

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ARTICLE V

The corporation shall not commence business until at least \$1,000.00 has been received by it as consideration for the issuance of shares.

ARTICLE VI

The street address of the registered office of the corporation is 513 South Main Avenue, P.O. Box 1030, Sioux Falls, South Dakota 57101-1030, and the name of its registered agent at such address is Richard A. Cutler.

ARTICLE VII

The number of directors constituting the initial board is three, and the names and addresses of the persons who are to serve as such directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
Paul Erickson	1425 South Eads Street Suite 1206 Arlington, VA 22202
Duncan McDougall	3 Longview Lane North Oaks, MN 55127
Deborah Schuna	8755 126th Street North Hugo, MN 55038

ARTICLE VIII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Paul Erickson	1425 South Eads Street Suite 1206 Arlington, VA 22202
Duncan McDougall	3 Longview Lane North Oaks, MN 55127
Deborah Schuna	8755 126th Street North Hugo, MN 55038

These Articles may be amended in the manner authorized by law at the time of amendment.

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EXECUTED in duplicate this _____ day of December, 1996.

Paul Erickson
Paul Erickson

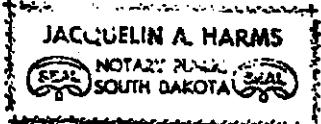
Duncan McDougall
Duncan McDougall

Deborah Schuna
Deborah Schuna

STATE OF SOUTH DAKOTA) : SS
COUNTY OF MINNEHAHA)

On this, the 7 day of December, 1996, before me,
the undersigned officer, personally appeared Paul Erickson,
known to me or satisfactorily proven to be the person whose
name is subscribed to the within instrument and acknowledged
that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal



Notary Public, South Dakota.
My Commission expires: 1/1/97

STATE OF MINNESOTA) : SS
COUNTY OF Ramsey)

On this, the 7 day of December, 1996, before me, the
undersigned officer, personally appeared Duncan McDougall, known to
me or satisfactorily proven to be the person whose name is sub-
scribed to the within instrument and acknowledged that he executed
the same for the purposes therein contained.

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IN WITNESS WHEREOF, I hereunto set my hand and official seal.

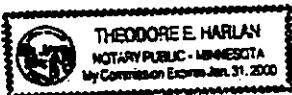


Deborah Schuna
Notary Public, Minnesota
My Commission expires: Jan 31, 2000

STATE OF MINNESOTA) : SS
COUNTY OF)

On this, the 7 day of December, 1996, before me, the undersigned officer, personally appeared Deborah Schuna, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Deborah Schuna
Notary Public, Minnesota
My Commission expires: Jan 31, 2000

CONSENT OF APPOINTMENT BY REGISTERED AGENT

I, Richard A. Cutler, hereby give my consent to serve as the registered agent for Compass Care, Inc.

Dated December 7, 1996.

Richard A. Cutler
Richard A. Cutler, Registered Agent

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Receipt No.: 59006

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File Number: DB037977

ART OF INC

For

COMPASS CARE, INC.

File at the request of:

DAVENPORT EVANS HURWITZ & SMITH
RICHARD A CUTLER
PO BOX 1030
SIOUX FALLS SD 57101

STATE OF SOUTH DAKOTA
OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on
Date December 20, 1996

Joyce Hazeltine
Secretary of State

Fee Received \$60 500,000 @ \$.10

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State of South Dakota



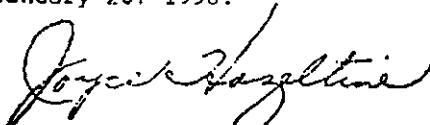
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Incorporation of COMPASS CARE, INC. duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate of the Articles of Amendment of COMPASS CARE, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 20, 1998.



JOYCE HAZELTINE
Secretary of State

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMPASS CARE, INC.

Pursuant to the provisions of SDCL 47-2-9, the undersigned corporation adopts the
following Articles of Amendment to its Articles of Incorporation.

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S.D. SEC. OF STATE

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JAN 20 1998

S.D. SEC. OF STATE

FIRST: The name of the corporation is COMPASS CARE, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted
by the shareholders of the corporation on December 29, 1997, in the manner prescribed by
the South Dakota Business Corporation Act.

Article IV of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE IV

The amount of capital stock of the corporation shall be \$50,000.00, and the
aggregate number of shares which the corporation shall be authorized to issue is
20,000,000 shares of common capital stock of the par value of \$0.0025 per share.

THIRD: The number of shares of the corporation outstanding at the time of such
adoption was 15,000, and the number of shares entitled to vote thereon was 15,000.

FOURTH: The designation and number of outstanding shares of each class entitled
to vote thereon as a class were as follows:

<u>Class</u>	Number of Shares	
	<u>For</u>	<u>Against</u>
Common	15,000	0

FIFTH: The number of shares voted for such amendment was 15,000, and the
number of shares voted against such amendment was zero.

The number of shares of each class entitled to vote thereon as a class voted for and
against such amendment, respectively, was:

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<u>Class</u>	Number of Shares	
	<u>For</u>	<u>Against</u>
Common	15,000	0

SIXTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

The current holders of stock will exchange their current stock, having a par value of \$0.10 per share, for stock of equal total value having a par value of \$0.0025 per share.

SEVENTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital changed by such amendment is as follows:

No change.

Dated this 13th day of January, 1998.

COMPASS CARE, INC.

By Paul Erickson
Its President
and Paul Erickson
Its Secretary

STATE OF SOUTH DAKOTA)
: SS
COUNTY OF Minnehaha)

On this, the 13th day of January, 1998, before me, the undersigned officer, personally appeared PAUL ERICKSON, who acknowledged himself to be the President and Secretary of Compass Care, Inc., a corporation, and that he, as such President and Secretary being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President and Secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

James J. He
Notary Public, South Dakota
My Commission Expires: 3/2010

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Receipt No.: 1619457

File Number: 08037977

AMENDMENT

For:

COMPASS CARE, INC.

Filed at the request of:

CUTLER DONAHOE & MICKELSON
STEVEN J SARBACKER
100 NORTH PHILLIPS AVE STE 901
SIOUX FALLS SD 57104

STATE OF SOUTH DAKOTA

ss.

OFFICE OF THE SECRETARY OF STATE

Filed in the office of Secretary of State on

Date January 20, 1998

Joyce Hazeltine
Secretary of State

Fee Received \$20. \$50 INCREASE FEE

SOS CAP 491 10/93